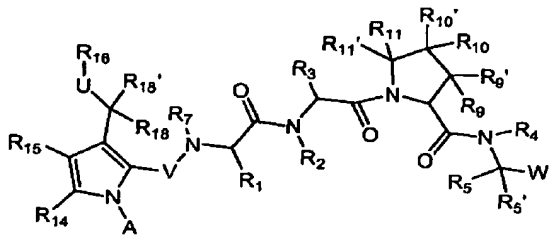
IN THE CLAIMS:

Please amend claims 1-63 as follows:

1. (original) A compound of formula I:



I

or a pharmaceutically acceptable salt thereof,

wherein:

R_9 and $R_{9'}$ are each independently:

hydrogen-,

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-,

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-heterocyclyl-,

(C3-C10)-heterocyclyl-(C1-C12)aliphatic-,

(C5-C10)-heteroaryl-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to three aliphatic carbon atoms in each of R_9 and $R_{9'}$ are optionally replaced by O, N, NH, S, SO, or SO_2 in a chemically stable arrangement;

wherein each of R_9 and $R_{9'}$ is independently and optionally substituted with up to 3 substituents independently selected from J;

J is halogen, -OR', $-NO_2$, -CN, $-CF_3$, $-OCF_3$, -R', oxo, thioxo, =N(R'), =N(OR'), 1,2-methylenedioxy, 1,2-ethylenedioxy, $-N(R')_2$, -SR', -SOR', $-SO_2R'$, $-SO_2N(R')_2$, $-SO_3R'$, -C(O)R', -C(O)C(O)R', -C(O)C(O)OR', $-C(O)C(O)N(R')_2$, $-C(O)CH_2C(O)R'$, -C(S)R', -C(S)OR', -C(O)OR', -OC(O)R', $-C(O)N(R')_2$, $-OC(O)N(R')_2$, $-C(S)N(R')_2$, $-(CH_2)_{0-2}NHC(O)R'$, -N(R')N(R')COR', -N(R')N(R')C(O)OR', $-N(R')N(R')CON(R')_2$, $-N(R')SO_2R'$, $-N(R')SO_2N(R')_2$, -N(R')C(O)OR', -N(R')C(O)R', -N(R')C(S)R', $-N(R')C(O)N(R')_2$, $-N(R')C(S)N(R')_2$, -N(COR')COR', -N(OR')R', $-C(=NH)N(R')_2$, -C(O)N(OR')R', -C(=NOR')R', $-OP(O)(OR')_2$, $-P(O)(R')_2$, $-P(O)(OR')_2$, or -P(O)(H)(OR'); wherein;

each R' is independently selected from:

hydrogen-,

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-,

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-heterocyclyl-,

(C3-C10)-heterocyclyl-(C1-C12)aliphatic-,

(C5-C10)-heteroaryl-, and

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 5 atoms in R' are optionally and independently substituted with J;

wherein two R' groups bound to the same atom optionally form a 5- to 6-membered aromatic or a 3- to 7-membered saturated or partially unsaturated ring system having up to 3 heteroatoms independently selected from N, NH, O, S, SO, and SO_2, wherein said ring is optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or a

(C3-C10)heterocyclyl, wherein any ring has up to 3 substituents selected independently from J;

R_{10}, $R_{10'}$, R_{11}, and $R_{11'}$ are each independently:

hydrogen-,

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-,

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-heterocyclyl-,

(C3-C10)-heterocyclyl-(C1-C12)aliphatic-,

(C5-C10)-heteroaryl-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein any ring is optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;

wherein up to 3 aliphatic carbon atoms in each of R_{10}, $R_{10'}$, R_{11}, and $R_{11'}$ are optionally replaced by a heteroatom selected from O, NH, S, SO, or SO_2 in a chemically stable arrangement;

wherein each of R_{10}, $R_{10'}$, R_{11}, and $R_{11'}$ is independently and optionally substituted with up to 3 substituents independently selected from J; or

R_{10} is -OR' and $R_{10'}$ is H; or

R_{10} and $R_{10'}$ are both -OR' or -SR'; or

R_{10} and $R_{10'}$ are both fluorine; or

R_{10} and $R_{10'}$ are optionally taken together with the carbon atom to which they are bound to form a 5- to 7-membered saturated or partially unsaturated ring system;

wherein the R_{10} and $R_{10'}$ atoms bound to the carbon atom are independently C(H), N, NH, O, S, SO, or SO_2;

wherein said ring optionally contains up to 4 heteroatoms independently selected from N, NH, O, S, SO, and SO_2;

wherein any atom is optionally singly or multiply substituted with up to 2 substituents selected independently from J; and

wherein said ring is optionally fused to a second ring selected from (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, and a (C3-C10)heterocyclyl, wherein said second ring has up to 3 substituents selected independently from J; or

R_9 and R_{10} are optionally taken together with the ring atoms to which they are bound to form a 5- to 6-membered aromatic or a 3- to 7-membered saturated or partially unsaturated ring system up to 3 heteroatoms independently selected from N, NH, O, S, SO, or SO_2; wherein said ring system is optionally substituted with up to 3 substituents selected independently from J; or

R_{10} and R_{11} are optionally taken together with the ring atoms to which they are bound to form a 5- to 6-membered aromatic or a 3- to 7-membered saturated or partially unsaturated ring system having up to 3 heteroatoms independently selected from N, NH, O, S, SO, or SO_2; wherein said ring is optionally substituted with up to 3 substituents selected independently from J; or

R_9 and R_{11} are optionally taken together with the ring atoms to which they are bound to form a bridged bicyclic saturated or partially unsaturated carbocyclic or heterocyclic ring system containing up to 10 atoms; wherein said ring system is optionally substituted with up to 3 substituents selected independently from J; wherein each heteroatom in the heterocyclic ring system is selected from the group consisting of N, NH, O, S, SO, or SO_2;

R_1 and R_3 are each independently:

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

[(C3-C10)-cycloalkyl- or -cycloalkenyl]-(C1-C12)-aliphatic-,

(C6-C10)-aryl-(C1-C12)aliphatic-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 3 aliphatic carbon atoms in each of R_1 and R_3 are optionally replaced by a heteroatom selected from O, N, NH, S, SO, or SO_2 in a chemically stable arrangement;

wherein each of R_1 and R_3 is independently and optionally substituted with up to 3 substituents independently selected from J;

R_2, R_4, and R_7 are each independently:

hydrogen-,

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl-(C1-C12)-aliphatic-, or

(C6-C10)-aryl-(C1-C12)-aliphatic-;

wherein up to two aliphatic carbon atoms in each of R_2, R_4, and R_7 are optionally replaced by a heteroatom selected from O, N, NH, S, SO, and SO_2 in a chemically stable arrangement;

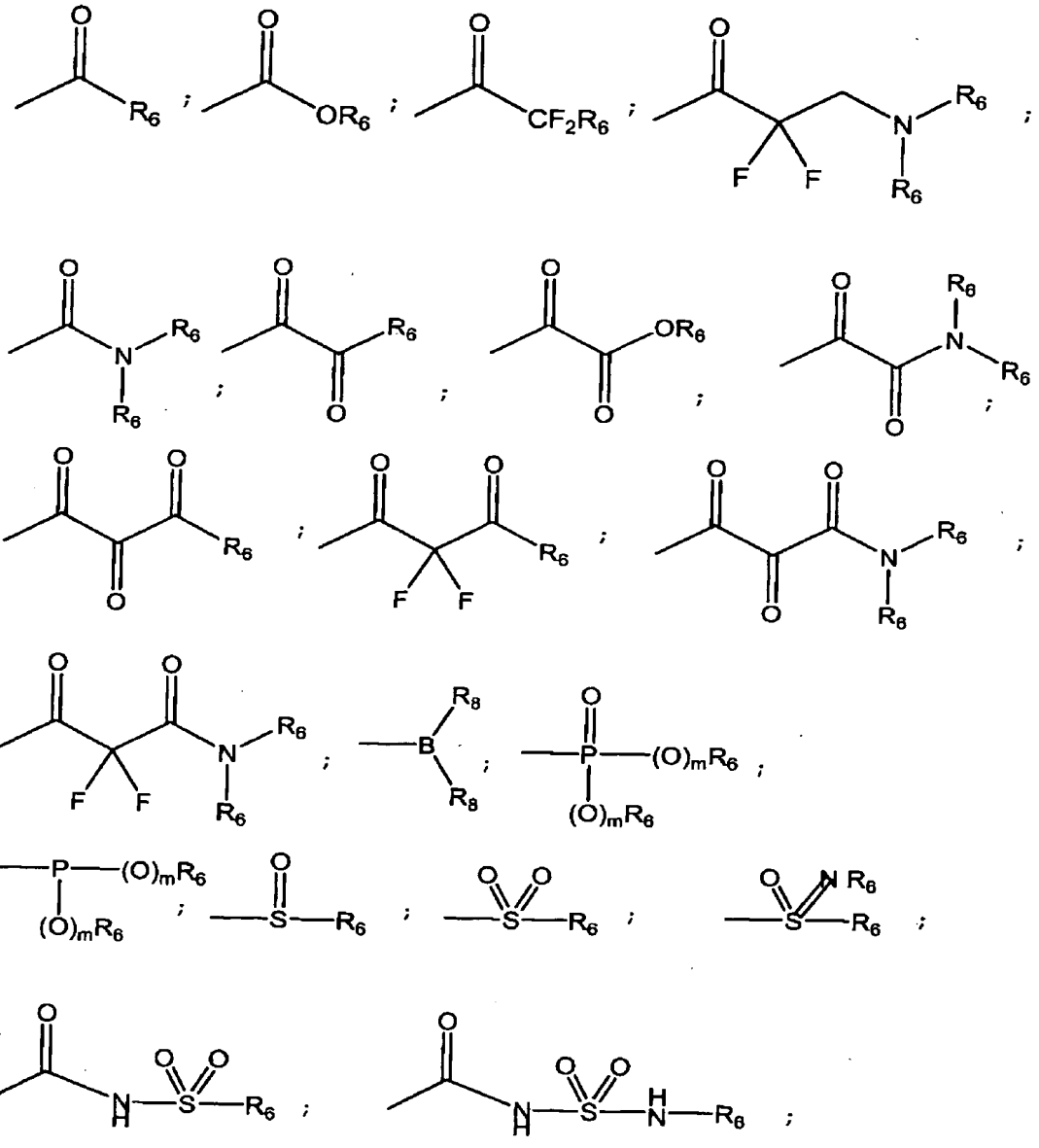
wherein each of R_2, R_4, and R_7 is optionally substituted with up to 3 substituents independently selected from J;

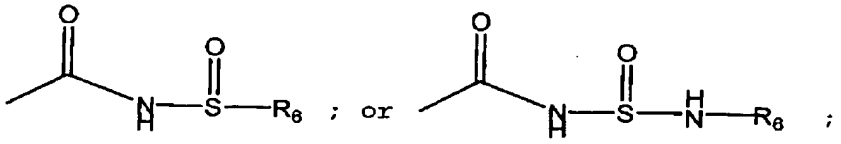
R_5 and $R_{5'}$ are each independently hydrogen or (C1-C12)-aliphatic, wherein any hydrogen is optionally replaced with halogen; wherein any terminal carbon atom of R_5 is optionally substituted with sulfhydryl or hydroxy; or R_5 is Ph or $-CH_2Ph$ and $R_{5'}$ is H, wherein said Ph or $-CH_2Ph$ group is optionally substituted with up to 3 substituents independently selected from J; or

R_5 and $R_{5'}$ together with the atom to which they are bound optionally form a 3- to 6-membered saturated or partially

unsaturated ring having up to 2 heteroatoms selected from N, NH, O, SO, and SO_2; wherein said ring is optionally substituted with up to 2 substituents selected independently from J;

W is:





wherein m is 0 or 1;

wherein each R_6 is independently:

hydrogen-,

(C1-C12)-aliphatic-,

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-cycloalkyl- or cycloalkenyl-,

[(C3-C10)-cycloalkyl- or cycloalkenyl]-(C1-C12)-aliphatic-,

(C3-C10)-heterocyclyl-,

(C3-C10)-heterocyclyl-(C1-C12)-aliphatic-,

(C5-C10)-heteroaryl-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 3 aliphatic carbon atoms in each R_6 is optionally replaced by a heteroatom selected from O, NH, S, SO, or SO_2 in a chemically stable arrangement;

wherein R_6 is optionally substituted with up to 3 J substituents; or

two R_6 groups, together with the nitrogen atom to which they are bound, optionally form a 5- to 6-membered aromatic or a 3- to 7-membered saturated or partially unsaturated ring system having up to 3 heteroatoms independently selected from N, NH, O, S, SO, and SO_2, wherein said ring is optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or a (C3-C10)heterocyclyl, wherein any ring has up to 3 substituents selected independently from J;

wherein each R_8 is independently -OR'; or the R_8 groups together with the boron atom, is a (C3-C10)-membered heterocyclic ring having in addition to the boron up to 3

additional heteroatoms selected from N, NR', O, SO, and SO_2;

V is -C(O)-, -C(S)-, -S(O)-, or $-S(O)_2-$;

A is hydrogen or $-C(R_{12})(R_{12'})-T-R_{13}$;

T is oxygen or a bond;

R_{12} and $R_{12'}$ are each independently:

hydrogen-, or

(C1-C6)-aliphatic-;

wherein up to two aliphatic carbon atoms in each of R_{12} and $R_{12'}$ are optionally replaced by a heteroatom selected from O, N, NH, S, SO, and SO_2 in a chemically stable arrangement; or

R_{12} is absent and $R_{12'}$ is =O;

R_{13} is $-C(O)R'$, $-P(O)(OR')_2$, $-SO_3R'$, -R', or R_{19};

R_{19} is:

hydrogen,

(C1-C12)-aliphatic-,

(C6-C10)-aryl-(C1-C12)aliphatic-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 3 aliphatic carbon atoms in each R_{19} is optionally replaced by a heteroatom selected from O, NR_{19}, S, SO, or SO_2 in a chemically stable arrangement;

wherein up to 3 aliphatic carbon atoms in each R_{19} is optionally replaced with -C(O)-;

wherein R_{19} is optionally substituted with up to 3 J substituents;

wherein any NR_{19}, taken together with the nitrogen and a carbon adjacent to the nitrogen, optionally forms a 5- to 7-membered ring system, wherein said ring system optionally contains up to three additional heteroatoms selected from O, N, NH, S, SO, and SO_2 in a chemically stable arrangement;

R_{14} and R_{15} are independently halogen, $-OR'$, $-OC(O)N(R')_2$, $-NO_2$, -CN, $-CF_3$, $-OCF_3$, -R', 1,2-methylenedioxy, 1,2-

ethylenedioxy, $-N(R')_2$, $-SR'$, $-SOR'$, $-SO_2R'$, $-SO_2N(R')_2$, $-SO_3R'$, $-C(O)R'$, $-C(O)C(O)R'$, $-C(O)CH_2C(O)R'$, $-C(S)R'$, $-C(O)OR'$, $-OC(O)R'$, $-C(O)N(R')_2$, $-OC(O)N(R')_2$, $-C(S)N(R')_2$, or $-(CH_2)_{0-2}NHC(O)R'$;

R_{16} is R', $-C(O)R'$, $-P(O)(OR')_2$, or $-SO_3R'$;

U is O, N, or a bond; and

R_{18} and $R_{18'}$ are optionally taken together with the carbon atom to which they are bound to form a 5- to 7-membered saturated or partially unsaturated ring system;

wherein the R_{18} and $R_{18'}$ atoms bound to the carbon atom are independently O or N;

wherein said ring optionally contains up to 1 additional heteroatom selected from N, NH, O, S, SO, and SO_2;

wherein any substitutable atom is optionally singly or multiply substituted with up to 2 substituents selected independently from J;

wherein said ring is optionally fused to a second ring selected from (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, and a (C3-C10)heterocyclyl, wherein said second ring has up to 3 substituents selected independently from J;

provided that when R_{18} and $R_{18'}$ are optionally taken together with the carbon atom to which they are bound to form a 5- to 7-membered saturated or partially unsaturated ring system, then R_{16} is R'; or

$R_{18'}$ is =O, $=CH_2$, =N(R'), or =N(OR') and R_{18} is absent, provided that when R_{18} is absent and $R_{18'}$ is $=CH_2$, then U is oxygen; and

provided that when R_{18} is absent and $R_{18'}$ is =O, =N(R') or =N(OR'), then U is a bond and R_{16} is R'.

2. (original) The compound according to claim 1, wherein V is $-C(O)-$.

3. (original) The compound according to claim 2, wherein:

A is $-C(R_{12})(R_{12'})-T-R_{13}$;

R_{12} and $R_{12'}$ are both hydrogen;

T is oxygen;

R_{13} is $-C(O)R'$, $-P(O)(OR')_2$, $-SO_3R'$, or $-R'$;

R_{14} and R_{15} are both $-R'$;

$R_{18'}$ is $=O$ and R_{18} is absent;

U is a bond; and

R_{16} is R', wherein R' is selected from:

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-;

wherein up to 5 atoms in R' are optionally and independently substituted with J.

4. (original) The compound according to claim 3, wherein:

R_{13} is $-C(O)R'$, $-P(O)(OR')_2$, or $-R'$;

R_{14} and R_{15} are both $-R'$ and R' is (C1-C12)-aliphatic-; and

R_{16} is R', wherein R' is (C1-C12)-aliphatic-.

5. (original) The compound according to claim 2, wherein:

A is $-C(R_{12})(R_{12'})-T-R_{13}$;

R_{12} is hydrogen and $R_{12'}$ is (C1-C6)-aliphatic-;

wherein up to two aliphatic carbon atoms in $R_{12'}$ are optionally replaced by a heteroatom selected from O, N, NH, S, SO, and SO_2 in a chemically stable arrangement;

T is oxygen;

R_{13} is $-C(O)R'$, $-P(O)(OR')_2$, $-SO_3R'$, or $-R'$;

R_{14} and R_{15} are both $-R'$;

$R_{18'}$ is =O and R_{18} is absent;
U is a bond; and
R_{16} is R', wherein R' is selected from:
(C1-C12)-aliphatic-,
(C3-C10)-cycloalkyl- or -cycloalkenyl-,
[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-;
wherein up to 5 atoms in R' are optionally and independently substituted with J.

6. (original) The compound according to claim 5, wherein:
R_{13} is $-C(O)R'$, $-P(O)(OR')_2$, or -R';
R_{14} and R_{15} are both -R' and R' is (C1-C12)-aliphatic-;
R_{16} is R', wherein R' is (C1-C12)-aliphatic-;

7. (original) The compound according to claim 2, wherein:
A is $-C(R_{12})(R_{12'})-T-R_{13}$;
R_{12} is absent and $R_{12'}$ is =O;
T is oxygen or a bond;
R_{13} is $-R_{19}$;
R_{14} and R_{15} are both -R';
$R_{18'}$ is =O and R_{18} is absent;
U is a bond; and
R_{16} is R', wherein R' is selected from:
(C1-C12)-aliphatic-,
(C3-C10)-cycloalkyl- or -cycloalkenyl-,
[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-;
wherein up to 5 atoms in R' are optionally and independently substituted with J.

8. (original) The compound according to claim 2, wherein:

$R_{18'}$ is $=CH_2$, and R_{18} is absent;

U is oxygen;

R_{16} is R', -C(O)R', $-P(O)(OR')_2$, or $-SO_3R'$;

R_{14} and R_{15} are both -R'; and

A is hydrogen.

9. (original) The compound according to claim 8, wherein:

R_{16} is R', -C(O)R', or $-P(O)(OR')_2$;

R_{14} and R_{15} are both -R' and R' is (C1-C12)-aliphatic-.

10. (original) The compound according to claim 2, wherein:

$R_{18'}$ is =N(R') or =N(OR') and R_{18} is absent;

U is a bond;

R_{16} is R';

R_{14} and R_{15} are both -R'; and

A is hydrogen.

11. (original) The compound according to claim 10, wherein:

R_{14} and R_{15} are both -R' and R' is (C1-C12)-aliphatic-.

12. (original) The compound according to claim 2, wherein:

R_{18} and $R_{18'}$ are optionally taken together with the carbon atom to which they are bound to form a 5- to 7-membered saturated or partially unsaturated ring system;

wherein the R_{18} and $R_{18'}$ atoms bound to the carbon atom are independently O or N;

wherein said ring optionally contains up to 1 additional heteroatom selected from N, NH, O, S, SO, and SO_2;

wherein any substitutable atom is optionally singly or multiply substituted with up to 2 substituents selected independently from J;

wherein said ring is optionally fused to a second ring selected from (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, and a (C3-C10)heterocyclyl, wherein said second ring has up to 3 substituents selected independently from J;

U is a bond;

R_{16} is R';

R_{14} and R_{15} are both -R'; and

A is hydrogen.

13. (original) The compound according to claim 12;

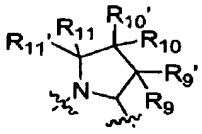
wherein the R_{18} and $R_{18'}$ atoms bound to the carbon atom are O;

wherein said ring optionally contains up to 1 additional oxygen atom.

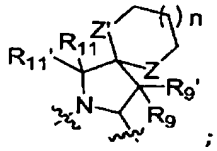
14. (original) The compound according to any one of claims 1-13, wherein R_{14} and R_{15} are both -R' and R' is (C1-C6)-aliphatic-.

15. (original) The compound according to claim 14, wherein R_{14} and R_{15} are both methyl.

16. (currently amended) The compound according to ~~any one of~~ claim~~s~~ 1~~-15~~, wherein the



radical is:



wherein:

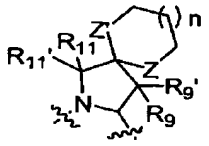
n is 0, 1, or 2;

Z and Z' are independently C(H), N, NH, O, or S;

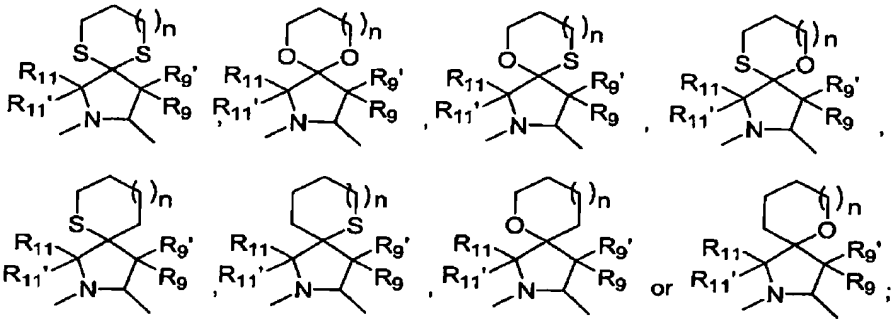
R_9, $R_{9'}$, R_{11}, and $R_{11'}$ are as defined in claim 1; and

the spirocyclic ring containing Z and Z' is optionally substituted with up to 3 J substituents, wherein J is as defined in claim 1.

17. (original) The compound according to claim 16, wherein:



radical is:



wherein:

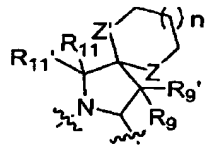
R_{11} and $R_{11'}$ are both H;

n is 0, 1, or 2;

R_9 and $R_{9'}$ are as defined in claim 1; and

the spirocyclic ring containing Z and Z' is optionally substituted with up to 3 J substituents, wherein J is as defined in claim 1.

18. (original) The compound according to claim 17, wherein the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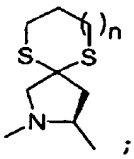
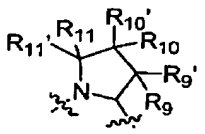
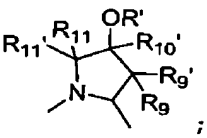

;

wherein:

n is 0 or 1.

19. (currently amended) The compound according to ~~any one of~~ claims ~~1–15~~, wherein the


radical is:


;

wherein:

R_9, $R_{9'}$, $R_{10'}$, R_{11}, and $R_{11'}$ are as defined in claim 1; and

R' is:

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-heterocyclyl-,

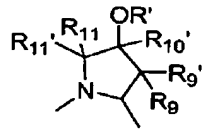
(C3-C10)-heterocyclyl-(C1-C12)aliphatic-,

(C5-C10)-heteroaryl-, or

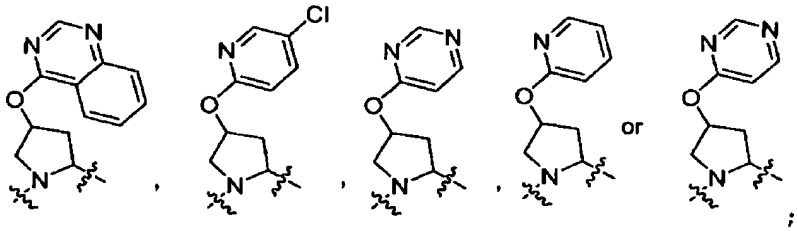
(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 5 atoms in R' are optionally and independently substituted with J.

20. (original) The compound according to claim 19, wherein the



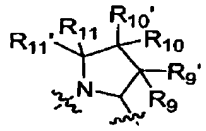
radical is:



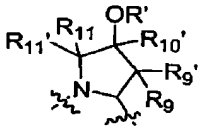
;

wherein the R' ring is optionally substituted with up to 5 substituents independently selected from J.

21. (currently amended) The compound according to ~~any one of~~ claims 1~~–15~~, wherein the



radical is:



;

wherein:

R_9, $R_{9'}$, $R_{10'}$, R_{11}, and $R_{11'}$ are as defined in claim 1; and

R' is selected from:

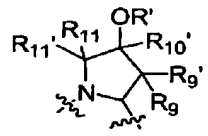
(C6-C10)-aryl-(C1-C12)aliphatic-,

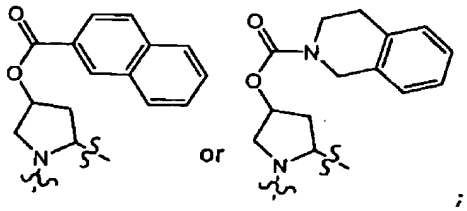
(C3-C10)-heterocyclyl-(C1-C12)aliphatic-, and

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

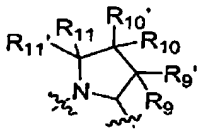
wherein up to 5 atoms in R' are optionally and independently substituted with J.

22. (original) The compound according to claim 21, wherein the


radical is:


;

23. (currently amended) The compound according to ~~any one of~~ claim~~s~~ 1~~–15~~, wherein in the


radical

R_9, R_{10}, $R_{10'}$, R_{11}, and $R_{11'}$ are as defined in claim 1; and

$R_{9'}$ is:

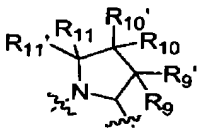
(C1-C12)-aliphatic-,

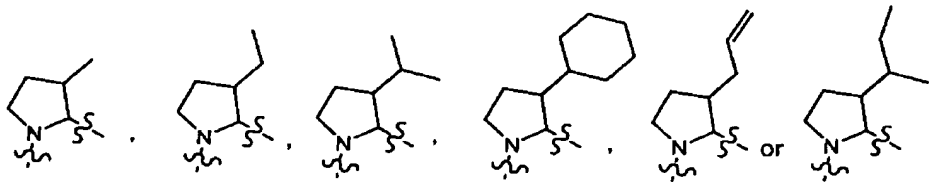
(C3-C10)-cycloalkyl- or -cycloalkenyl-;

wherein up to three aliphatic carbon atoms in $R_{9'}$ may be replaced by O, N, NH, S, SO, or SO_2; and

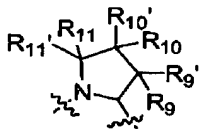
wherein $R_{9'}$ is independently and optionally substituted with up to 3 substituents independently selected from J.

24. (original) The compound according to claim 23, wherein the


radical is:


.

25. (currently amended) The compound according to ~~any one of~~ claims ~~1–15~~, wherein in the



radical

R_9, $R_{9'}$, R_{10}, $R_{10'}$, and R_{11} are H; and

$R_{11'}$ is:

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

(C6-C10)-aryl-,

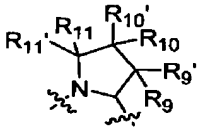
wherein any ring is optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;

wherein up to 3 aliphatic carbon atoms in $R_{11'}$ may be replaced by a heteroatom selected from O, NH, S, SO, or SO_2 in a chemically stable arrangement;

wherein $R_{11'}$, is independently and optionally substituted with up to 3 substituents independently selected from J.

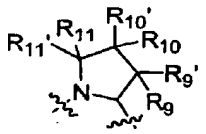
26. (currently amended) The compound according to claim 25, wherein the

~~formula I, the~~



radical is:

27. (currently amended) The compound according to ~~any one of~~ claims ~~1–15~~, wherein in the


radical

R_9, R_{10}, R_{11}, and $R_{11'}$ are H; and

$R_{9'}$ and $R_{10'}$ are:

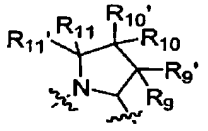
(C1-C12)-aliphatic-,

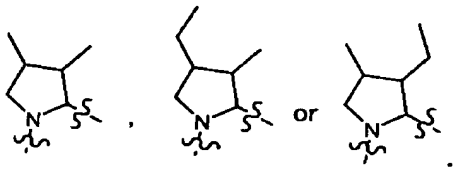
(C3-C10)-cycloalkyl- or -cycloalkenyl-,

wherein up to 3 aliphatic carbon atoms in $R_{9'}$ and $R_{10'}$ may be replaced by a heteroatom selected from O, NH, S, SO, or SO_2 in a chemically stable arrangement; and

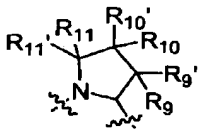
wherein $R_{9'}$ and $R_{10'}$ are independently and optionally substituted with up to 3 substituents independently selected from J.

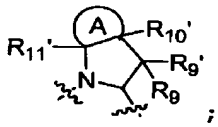
28. (original) The compound according to claim 27, wherein the


radical is:



29. (currently amended) The compound according to ~~any one of~~ claims 1~~-15~~, wherein the


radical is:


;

wherein;

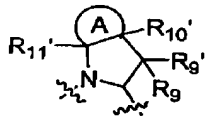
ring A is a 5- to 6-membered aromatic or a 3- to 7-membered non-aromatic ring system having up to 3 heteroatoms independently selected from N, NH, O, SO, or SO_2;

wherein said ring A is optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;

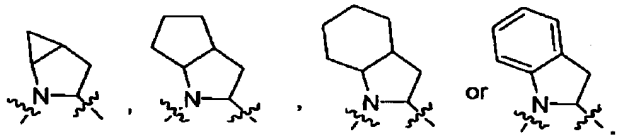
wherein any ring has up to 3 substituents selected independently from J; and

R_9, $R_{9'}$, $R_{10'}$, and $R_{11'}$ are as defined in claim 1.

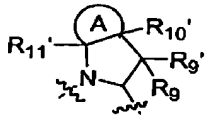
30. (original) The compound according to claim 29, wherein the



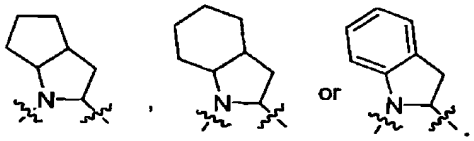
radical is:



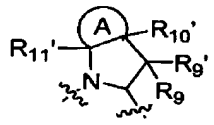
31. (original) The compound according to claim 30, wherein the

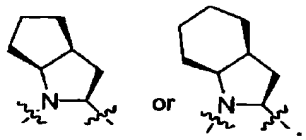


radical is:

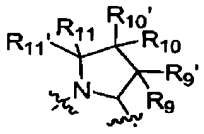


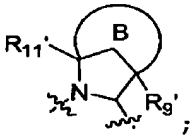
32. (original) The compound according to claim 31, wherein the


radical is:



33. (currently amended) The compound according to ~~any one of~~ claim~~s~~ 1~~–15~~, wherein the


radical is:


;

wherein:

ring B forms a 3- to a 20-membered carbocyclic or heterocyclic ring system;

wherein each ring B is either aromatic or nonaromatic;

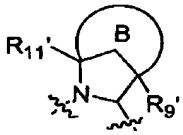
wherein each heteroatom in the heterocyclic ring system is N, NH, O, SO, or SO_2;

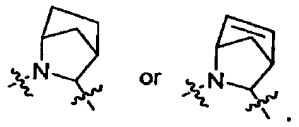
wherein ring B is optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;

wherein each ring has up to 3 substituents selected independently from J; and

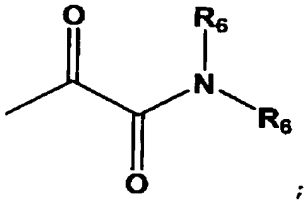
$R_{9'}$ and $R_{11'}$ are as defined in claim 1.

34. (original) The compound according to claim 33, wherein the


radical is:



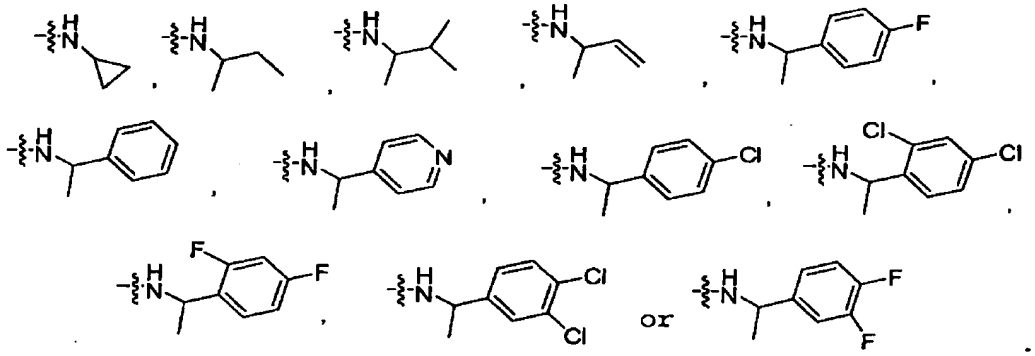
35. (currently amended) The compound according to ~~any one of~~ claims 1-~~34~~, wherein W is:



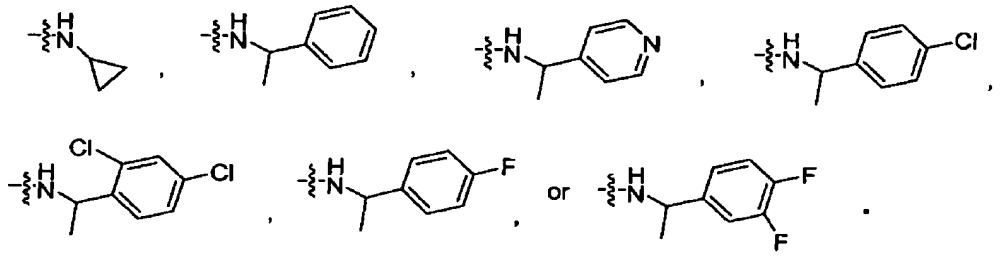
;

wherein in the W, the NR_6R_6 is selected from -NH-(C1-C6 aliphatic), -NH-(C3-C6 cycloalkyl), -NH-CH(CH_3)-aryl, or -NH-CH(CH_3)-heteroaryl, wherein said aryl or said heteroaryl is optionally substituted with up to 3 halogens.

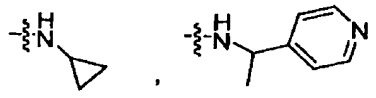
36. (original) The compound according to claim 35, wherein in the W, the NR_6R_6 is:

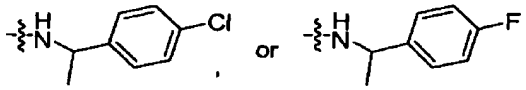


37. (original) The compound according to claim 36, wherein in the W, the NR_6R_6 is:

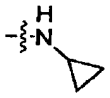


38. (original) The compound according to claim 37, wherein in the W, the NR_6R_6 is:

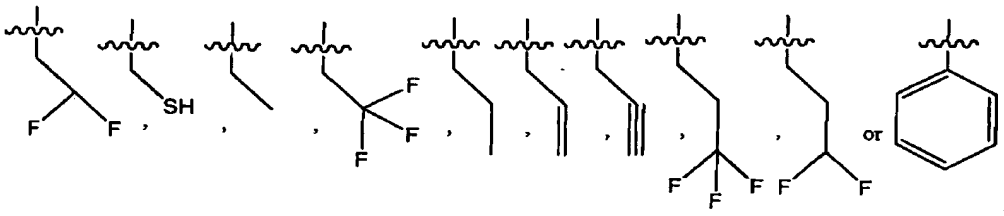




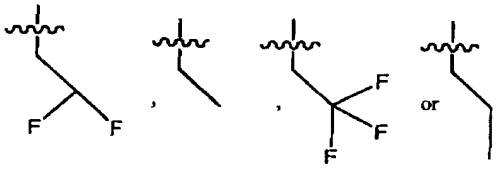
39. (original) The compound according to claim 38, wherein in the W, the NR_6R_6 is:



40. (currently amended) The compound according to ~~any one of~~ claims ~~1–39~~, wherein R_5, is hydrogen and R_5 is:



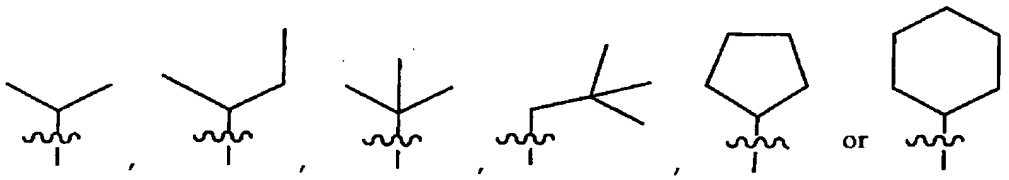
41. (original) The compound according to claim 40, wherein R_5, is hydrogen and R_5 is:



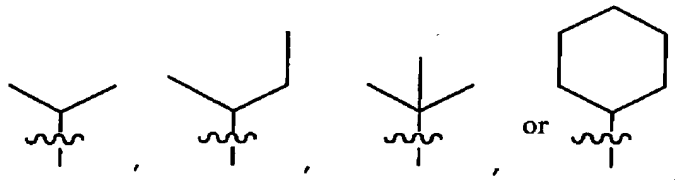
42. (currently amended) The compound according to ~~any one of~~ claims ~~1–41~~, wherein R_2, R_4, R_7, and R_{12}, are each independently H, methyl, ethyl, or propyl.

43. (original) The compound according to claim 42, wherein R_2, R_4, R_7, and R_{12}, are each H.

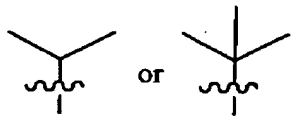
44. (currently amended) The compound according to ~~any one of~~ claims ~~1—43~~, wherein R_3 is:



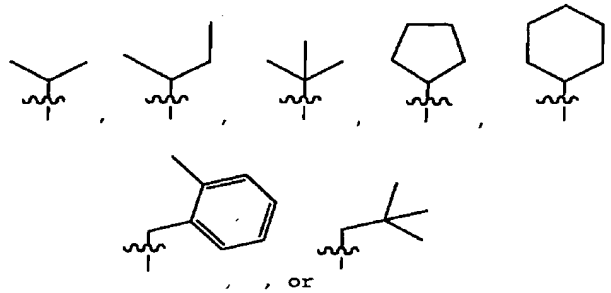
45. (original) The compound according to claim 44, wherein R_3 is:



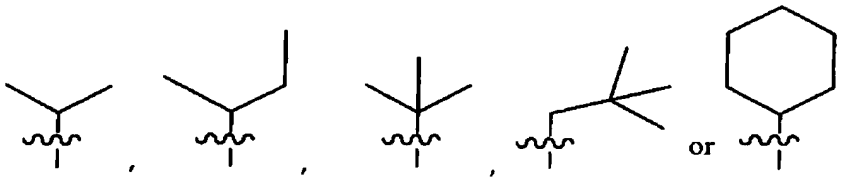
46. (original) The compound according to claim 45, wherein R^3 is:



47. (currently amended) The compound according to ~~any one of~~ claims ~~1—46~~, wherein R^1 is:



48. (original) The compound according to claim 47, wherein R_1 is:



49. (original) The compound according to claim 48, wherein R_1 is cyclohexyl.

50. (currently amended) A pharmaceutical composition comprising a compound according to ~~any one of~~ claim~~s~~ 1~~–49~~ or a pharmaceutically acceptable salt thereof in an amount effective to inhibit a serine protease; and a acceptable carrier, adjuvant or vehicle.

51. (original) The composition according to claim 50, wherein said composition is formulated for administration to a patient.

52. (original) The composition according to claim 51, wherein said composition comprises an additional agent selected from an immunomodulatory agent; an antiviral agent; a second inhibitor of HCV protease; an inhibitor of another target in the HCV life cycle; and a cytochrome P-450 inhibitor; or combinations thereof.

53. (original) The composition according to claim 50, wherein said immunomodulatory agent is a-, ß-, or γ-interferon or thymosin; said antiviral agent is ribavirin, amantadine, or telbivudine; or said inhibitor of another target in the HCV life cycle is an inhibitor of HCV helicase, polymerase, or metalloprotease.

54. (original) The composition according to claim 52, wherein said cytochrome P-450 inhibitor is ritonavir.

55. (currently amended) A method of inhibiting the activity of a serine protease comprising the step of contacting said serine protease with a compound according to ~~any one of~~ claim~~s~~ 1~~–49~~.

56. (original) The method according to claim 55, wherein said serine protease is an HCV NS3 protease.

57. (original) A method of treating an HCV infection in a patient comprising the step of administering to said patient a composition according to claim 51.

58. (original) The method according to claim 57, comprising the additional step of administering to said patient an additional agent selected from an immunomodulatory agent; an antiviral agent; a second inhibitor of HCV protease; an inhibitor of another target in the HCV life cycle; or combinations thereof; wherein said additional agent is administered to said patient as part of said composition according to claim 51 or as a separate dosage form.

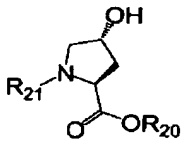
59. (original) The method according to claim 58, wherein said immunomodulatory agent is a-, ß-, or γ-interferon or thymosin; said antiviral agent is ribavarin or amantadine; or said inhibitor of another target in the HCV life cycle is an inhibitor of HCV helicase, polymerase, or metalloprotease.

60. (original) A method of eliminating or reducing HCV contamination of a biological sample or medical or laboratory equipment, comprising the step of contacting said biological sample or medical or laboratory equipment with a composition according to claim 50.

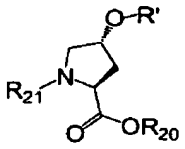
61. (original) The method according to claim 60, wherein said sample or equipment is selected from blood, other body fluids, biological tissue, a surgical instrument, a surgical garment, a laboratory instrument, a laboratory garment, a blood or other body fluid collection apparatus; a blood or other body fluid storage material.

62. (original) The method according to claim 61, wherein said body fluid is blood.

63. (currently amended) A process for preparing a compound of formula I, ~~as defined in any one of claims 1-49,~~ comprising the step of: reacting a compound of formula VII in the presence of a compound of formula VIII to provide a compound of formula IX:



R'X



VII VIII IX

wherein:

R_{21} is an amine protecting group, a P3- residue of an HCV protease inhibitor described herein, or a P4-P3- residue of an HCV protease inhibitor as described herein, and wherein the P3 and the P4-P3 residues are optionally protected with an amino-terminal capping group;

R_{20} is a carboxy protecting group or a P1 residue of an HCV protease inhibitor described herein, wherein the P1 residue is optionally protected with a carboxy terminal protecting group or with W; R' is as defined in claim 1; and X is an appropriate leaving group.